THE BOUNDARY CREEK COPPER MINES,

LIMITED.

Non-Personal Liability.

MEMORANDUM AND ARTICLES OF ASSOCIATION.

MEMORANDUM OF ASSOCIATION

OF THE

OUNDARY CREEK COPPER MINES,

LIMITED.

NON-PERSONAL LIABILITY.

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1. The name of the Company is "THE BOUNDARY CREEK COPPER MINES, LIMITED."

2. The registered office of the Company will be situate in the city of Greenwood, British Columbia.

3. The objects for which the Company is established are:—

(a) To purchase or otherwise acquire the "Dominion" and "No. 2" mineral claims situate in West Copper Camp, Kettle River Mining Division, British Columbia, and to pay for the same either in cash or fully paid up stocks and shares of the Company, or partly in cash and partly in stocks and shares of the Company; and to purchase, take on lease or in exchange, hire, locate, or otherwise acquire, any real or personal property of any kind or nature whatsoever, including mines, mineral claims, mining leases, or any other mining property, in British Columbia or elsewhere, and to pay for the same either in cash or fully paid up stock of the Company, or in bonds, shares, stocks, or securities of this or any other company or corporation.

(b) To work, explore, develop, and maintain the mines, minerals, and other property of the Company, and to raise, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal, and mineral substances of all kinds, whether the property of the Company or not; and to carry on any metallurgical operations which may seem conducive to the Company's objects, or any of them, or which may seem capable of being usefully or profitably carried on in connection with the other business of the Company; and to sell, dispose of, and deal in any ore, metal, and mineral substances resulting from, or to be obtained, in the process of smelting, refining, or manufacturing the same, and either free, or in combination with other substances.

(c) To construct, carry out, maintain, improve, manage, work, control, and superintend trails, roadways, tramways, reservoirs, watercourses, bridges, aqueducts, wharves, furnaces, sawmills, crushing-works, smelting works, concentrating works, hydraulic works, electrical works, factories, warehouses, ships, boats, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, or to contribute to, subsidize, or otherwise aid and take part in, such operations.

(d) To carry on the business of smelters, refiners, founders, assayers, and dealers in bullion, metals, and products of smelting of every nature and description.

BOUNDARY CREEK COPPER MINES,

LIMITED.

(e) To apply for, purchase, or otherwise acquire, and to use, grant licenses in respect of, or otherwise turn to account, any patents, "brevets d'invention," licenses, concessions, and the like, conferring an exclusive, or non-exclusive, or limited, right to use, or any secret or other information as to any invention that may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated, directly or indirectly, to benefit this Company.

(f) To buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with metallurgical operations, or any of the business of the Company, or required by workmen and others employed by the Company.

(g) To purchase, take on lease or in exchange, hire, or otherwise acquire and hold, lands, mines, estates, factories, buildings, furnaces for smelting or treating ores and refining metals, mining rights, rights of way, light, or water, or any other rights or privileges, machinery, businesses, goodwills, plants, stocks-in-trade, or other real or personal property as may be deemed advisable.

(h) To borrow or raise money for any purpose of the Company, and for the purpose of securing the same and interest, or for any other purpose, to mortgage or charge the undertaking, or all or any part of the property of the Company, present or after acquired, or its uncalled capital, and to create, issue, make, draw, accept, and negotiate perpetual or redeemable debentures or debenture stock, promissory notes, bills of exchange, bills of lading, warrants, obligations, and other negotiable and transferable instruments.

(i) To search, prospect, examine, and explore for mines, metals, and minerals, and to obtain information relating to mines, minerals, or mining locations, and to employ and equip expeditions, explorers, experts, and other agents.

(j) To use steam, water, electricity, or any other power, as a motive power or otherwise.

(k) To obtain, by purchase, lease, hire, exchange, development, discovery, location, assignment, or otherwise howsoever, and to hold in the Province of British Columbia and elsewhere, water rights and privileges, coal lands, timber lands and leases, mills and mining works, buildings, machinery, easements and privileges, and surface rights, and to equip, operate, and turn the same to account, and to sell or otherwise dispose of the same, or any interest therein.

(l) To acquire water privileges and rights, to dig and construct ditches and canals, mills, flumes, and aqueducts to convey water from one place to another, as the business or purposes of the Company may require.

(m) To amalgamate with or acquire the business and liabilities of any other company or companies having objects altogether or in part similar to those of this Company.

(n) To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to directly or indirectly benefit this Company.

(o) To sell, let, develop, dispose of, or otherwise deal with the undertaking, or all or any part of the property of the Company, upon any terms, with power to accept as the consideration, any shares, stocks, or obligations of any other company.

(p) To sell and dispose of the Company's stock from time to time and as often as may be deemed expedient for such price, or in exchange for such property, as the Company may think fit.

(q) To pay out of the funds of the Company all expenses of, or incidental to, the formation, registration, and advertising of the Company, and the issue of its capital, including brokerage and commissions, for obtaining applications for or placing shares.

(r) To procure the Company to be registered in any place or country.

(s) To distribute any of the property of the Company among the members in specie.

(t) To do all or any of the above things as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents, or otherwise, and either alone or in conjunction with others.

(u) To do all such things as the Company may think incidental or conducive to the attainment of the above objects, or any of them.

(v) Nothing hereinbefore contained shall give, or be construed to give, this Company any greater or further powers than are permitted to a company incorporated as a company having non-personal liability under the "Companies' Act, 1897," and all the objects hereinbefore expressed are hereby restricted to acquiring, managing, developing, working, and selling mines, mineral claims, and mining properties, and the winning, getting, treating, refining, and marketing of minerals therefrom.

5. The liability of the members is limited, and no liability beyond the amount actually paid upon the shares or stock in this Company by the subscribers thereto, or holders thereof, shall attach to such subscribers or holders, being specially limited under Section 56 of the "Companies' Act of 1897."

6. The capital of the Company is Two Hundred and Fifty Thousand Dollars ($250,000), divided into One Million shares of the par value of Twenty-five Cents each, with power to increase and to divide the shares in the capital for the time being (original or increased) into several classes, and to attach thereto respectively any preferential, deferred, qualified, or special rights, privileges, or conditions as to payment of dividends, distribution of assets, voting, or otherwise howsoever.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names.	Addresses.	Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
A. T. Kendrick	Greenwood, B. C.	Merchant	One Share.
W. L. Germaine	Greenwood, B. C.	Clerk	One Share.
Geo. S. McKenzie	Greenwood, B. C.	Clerk	One Share.
B. F. Petch	Greenwood, B. C.	Clerk	One Share.
Clive Pringle	Greenwood, B. C.	Barrister-at-Law	One Share.
	TOTAL SHARES	TAKEN	Five Shares.

Dated the 3rd day of June, A.D. 1899.

Witness to the above signatures: A. M. WHITESIDE,

Barrister-at-Law, Copper street, Greenwood, B. C.

THE COMPANIES' ACT, 1897.

MEMORANDUM OF ASSOCIATION

OF THE

BOUNDARY CREEK COPPER MINES, LIMITED.

NON-PERSONAL LIABILITY.

INTERPRETATION.

1. In these presents, unless there shall be something in the subject or context inconsistent therewith—

"Special Resolution" and "Extraordinary Resolution" have the meanings assigned thereto respectively by the "Companies' Act, 1897," (Section 100).

"The office" means the registered office for the time being of the Company.

"The register" means the register of members to be kept pursuant to Section 36 of the "Companies' Act, 1897."

"Month" means calendar month.

Words importing the singular number only, include the plural, and vice versa.

Words importing the masculine gender only, include the feminine gender.

Words importing persons include corporations.

2. The regulations contained in Table A of the "Companies Act, 1897," shall not apply to the Company.

BUSINESS.

3. The Company may commence business notwithstanding that any part of the capital may remain unallotted or unsubscribed.

4. The Company shall forthwith proceed to acquire by bill of sale or other lawful conveyance the "Dominion" and "No. 2" mineral claims, situate in West Copper Camp, Kettle River Mining Division of Yale District, British Columbia, and the Board shall carry the purchase of same into effect.

SHARES AND MEMBERSHIP.

5. The shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and at such times, as the directors may think fit. With the sanction of a general meeting, shares in the initial capital may be issued with any preferential rights attached thereto.

6. If by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installment, every such installment shall, when due, be paid to the Company by the holder of the share.

7. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend payable in respect of such shares, but except in that respect and as to the power of voting hereinafter contained, the only person recognized by the directors as the holder of that share shall be the person whose name for the time being stands first on the register.

8. If several persons are registered as joint holders of any share, they shall be severally, as well as jointly, liable for the payment of all installments due in respect of such share.

THE COMPANIES ACT, 1908.

MEMORANDUM OF ASSOCIATION

OF

BOUNDARY CREEK COPPER MINES,

LIMITED.

NON-PERSONAL LIABILITY.

9. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not be bound to recognize any partial, equitable, future, or contingent interest in any share, or any liability in respect of any share, other than the interest and liability to the Company of such registered holder.

10. The directors shall not employ the funds of the Company or any part thereof in the purchase of shares of the Company.

CERTIFICATES.

11. The certificates of title to shares shall be issued under the seal of the Company and signed by the president or vice-president and countersigned by the secretary, and in the absence of both president and vice-president, by one of the directors, and in the absence of the secretary one of the directors shall countersign instead. Such certificates shall be issued in such other manner as the directors shall from time to time by resolution determine.

12. Every member shall be entitled to one certificate for the shares registered in his name, or to several certificates each for a part of such shares. Each certificate of shares shall specify the number of the shares in respect of which it is issued.

13. If any certificate be worn out or defaced, then, upon production thereof to the directors, they may order the same to be cancelled, and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the directors, and on such indemnity as the directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.

14. For every certificate issued under the last preceding clause, there shall be paid to the Company the sum of 50 cents, or such smaller sum as the directors may determine.

15. The certificates of shares registered in the name of two or more persons shall be delivered to the person first named on the register.

TRANSFER AND TRANSMISSION.

16. Every transfer of any share in the Company shall be executed by the transferror and transferee, and the transferror shall be deemed to remain the holder of such share until the name of the transferee is entered into the register book in respect thereof.

17. The directors shall cause a valid and effectual form of instrument of transfer to be endorsed on the back of each certificate, and the instrument of any transfer of share shall be in the form so endorsed, or as near thereto as practicable.

18. Before registration of any transfer the instrument of transfer shall be left at the office of the Company together with the certificate of the shares to be transferred, and with such other evidence (if any) as the directors may require to prove the title of the transferror, and the transfer shall thenceforward be kept by the Company.

19. There shall be paid to the Company in respect of the registration of any transfer such fee, not exceeding 50 cents, as the directors deem fit.

20. The directors may decline to register any transfer of shares upon which the Company has a lien; and in case of shares not fully paid up, may refuse to register a transfer to a transferee of whom they do not approve.

21. The executors or administrators of a deceased member (not being one of several joint holders) shall be the only persons recognized by the Company as having any title to the shares registered in the name of such member; and in the case of the death of any one or more of the joint holders of any registered shares, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares.

22. Any guardian of any infant member, and any committee of a lunatic member, and any person becoming entitled to shares in consequence of the death or bankruptcy of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this clause, or of his title, as the directors think sufficient, may, subject to the regulations as to transfers hereinbefore contained, transfer such shares to himself or any other person.

23. The transfer books shall be closed during the fourteen days immediately preceding the ordinary general meeting in each year.

INCREASE OF CAPITAL.

24. The Company in general meeting may, from time to time, increase the capital by the creation of new shares of such amount as may be deemed expedient by a vote representing two-thirds of the issued stock of the Company.

25. The new shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the general meeting resolving upon the creation thereof shall direct, and in particular such shares may be issued with a preferential or qualified right to dividends, and in the distribution of assets of the Company, and with a special, or without any, right of voting.

26. The Company in general meeting may, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance to all of the then members, in proportion to the amount of the capital held by them, or make other provisions as to the issue and allotment of new shares; and in default of any such determination, or so far as the same shall not extend, the new shares may be dealt with as if they formed part of the shares in the original capital.

27. Except so far as otherwise provided by the conditions of issue, or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital, and shall be subject to the provisions herein contained with reference to the payment of installments, transfer and transmission, forfeiture, lien, surrender, and otherwise.

BORROWING POWERS.

28. The directors may from time to time, at their discretion, raise or borrow any sum or sums of money for the purposes of the Company, but so that the amount at any one time owing in respect of moneys so raised or borrowed shall not, without the sanction of a general meeting, exceed the nominal amount of the capital. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed.

29. The directors may raise or secure the re-payment of such moneys, in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the terms of debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future).

30. Debentures, debenture stock, and other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

31. Any debentures, bonds, or other securities, may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of directors, and otherwise.

32. The directors shall cause a proper register to be kept, in accordance with Section 88 of the "Companies' Act, 1897," of all mortgages and charges specifically affecting the property of the Company.

GENERAL MEETINGS.

33. The first general meeting shall be held at such time (not being more than four months after the registration of the Memorandum of Association of the Company), and at such place as the directors may determine.

34. Subsequent general meetings shall be held at such time and place as may be prescribed by the Company in general meeting; and if no other time or place is prescribed, a general meeting shall be held on the first Monday in February in every year, at such place as may be determined by the directors.

35. The above-mentioned general meetings shall be called ordinary general meetings; all other meetings of the Company shall be called extraordinary general meetings.

36. The directors may, whenever they think fit, and they shall, upon a requisition made in writing by members holding in the aggregate not less than one-fifth of the whole number of shares for the time being issued, convene an extraordinary meeting.

37. Any such requisition shall specify the object of the meeting required, and shall be signed by the members making the same, and left at the registered office of the Company. It may consist of several documents in like form, each signed by one or more of the requisitionists. The meeting must be convened for the purposes specified in the requisition, and if convened otherwise than by the directors, for those purposes only.

38. In case the directors for fourteen days after receipt of such requisition fail to convene an extraordinary meeting to be held within twenty-one days after such receipt, the requisitionists or any other members holding the required number of shares may themselves convene an extraordinary general meeting.

39. Seven days notice at least of every general meeting specifying the place, day, and hour of meeting, and in case of special business, the general nature of such business, shall be given to the members in manner hereinafter provided, but the non-receipt of such notice by any member shall not invalidate the proceedings of any such meeting.

PROCEEDINGS AT GENERAL MEETINGS.

40. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an ordinary general meeting, with the exception of the consideration of the accounts and balance sheet, the reports of the directors and auditors, the election of directors and other officers in place of those retiring, the sanctioning of dividends, and such other business as under these presents ought to be transacted at an ordinary meeting, or any business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

41. No business shall be transacted at any general meetings unless three members, at least, are present in person at the time when the meeting proceeds to business, except only as hereinafter provided.

42. If within half an hour from the time appointed for the meeting, the required number of shareholders be not present, the meeting, if convened by the shareholders, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other subsequent day and hour as the members then present shall determine.

43. At any adjourned general meeting originally convened by the directors, with or without requisition from members present, whatever their number, shall have power to decide on all matters which might have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.

44. The chairman (if any) of the board of directors or one of the directors shall preside as chairman of every meeting of the Company.

45. If there is no such chairman, or if at any meeting no director may be present at the time of holding the meeting, the shareholders present shall choose one of their number to be chairman.

46. The chairman may, with the consent of the meeting, adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

47. Every question shall be decided by a show of hands, unless a poll is demanded by at least five shareholders, holding in the aggregate at least 5,000 shares, and a declaration by the chairman that a resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

48. If a poll be demanded, it shall be taken in such manner as the chairman directs, and either at once or after an interval or adjournment or otherwise, and the result of such poll shall be deemed to be a resolution of the Company in general meeting. In case of an equality of votes (either on a show of hands or on a poll) at any general meeting, the chairman shall be entitled to a second or casting vote.

49. Any poll demanded on the election of a chairman of a meeting, or on any question of adjournment, shall be taken at the meeting and without adjournment.

50. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS.

51. Every member shall have one vote for every share held by him in the Company, except as hereinafter mentioned.

52. No member shall be entitled to vote at a general meeting other than the first, unless he has been registered as the holder of the shares in respect of which he proposes to vote for at least one calendar month.

53. If two or more persons are jointly entitled to any shares or stock, any one of such persons present at any meeting or offering to vote by proxy, shall be entitled to vote in respect of the same, but should two or more of such joint holders be present, or offer to vote by proxy, the person whose name stands first on the register, and no other, shall be entitled to vote in respect of the same. Several executors or administrators of a deceased member, in whose name any share or stock stands, shall, for the purpose of this clause, be deemed joint holders thereof.

54. Votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer, or if such appointer be a corporation, under their common seal; but in the event of a proxy being given by any joint holder of a share or shares, such proxy shall have no effect if any other of such joint holders is present at the meeting for which such proxy may have been given.

55. No person shall act as proxy who is not a shareholder and qualified to vote, nor unless the instrument appointing him be deposited at the registered office of the Company at least twenty-four hours before the time fixed for holding the meeting at which he proposes to vote; no appointment of a proxy shall be valid at the expiration of six months from its date except that it may be used on an adjournment of the meeting for which it was originally intended to be given, and except in the case of any shareholder residing outside the Province of British Columbia, who may deposit in the office of the Company an instrument of proxy valid for all meetings whatsoever during such residence out of the said Province and until revocation.

56. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will allow, be in the form, or to the effect following:—

"I, ... , of .....

being a member of ..... Limited, hereby appoint ....., of ....., (or failing him ....., of .....), as my proxy to vote for me and on my behalf at the ordinary (or extraordinary, as the case may be,) general meeting of the Company to be held on the ..... day of ....., 1 . , and at any adjournment thereof, or at any meeting of the Company that may be held during the six months immediately succeeding the date hereof, or during my residence out of the Province of British Columbia, or until revocation hereof."

"AS WITNESS my hand this day ..... day of ....., 1 .

Signed by the said .....,

In the presence of

DIRECTORS.

57. Until otherwise determined in general meeting the number of directors shall not be less than three nor more than seven.

58. Until directors are appointed the subscribers of the Memorandum of Association shall be deemed to be directors.

59. The qualification of a director appointed at the first general meeting of the Company and of any director appointed subsequently thereto, shall be the holding in his own right of shares or stock of the Company of the nominal value of one hundred dollars.

60. The directors shall be paid out of the funds of the Company by way of remuneration for their services such sum as the Company in the general meeting may from time to time determine, which sum shall be divided among them in such proportion and manner as the directors may determine.

DISQUALIFICATION OF DIRECTORS.

61. The office of director shall be vacated :—

If he ceases to hold shares or stock in the Company of the nominal value of $100.

If he becomes bankrupt, insolvent, or compounds with his creditors.

If he be declared lunatic, or becomes of unsound mind.

If he sends in a written resignation to the board and the same be accepted, or not withdrawn for seven days.

RETIREMENT AND ELECTION OF DIRECTORS.

62. At the ordinary general meeting to be held in the year 1899, and at every succeeding ordinary general meeting, the whole of the directors shall retire from office; and the Company at every such general meeting shall fill up the vacated offices by electing a like number of duly qualified members as directors. The retiring directors shall be eligible for re-election.

63. If, at any general meeting at which an election of directors ought to take place, the places of the retiring directors are not filled up, the retiring directors, or such of them as have not had their places filled up, shall, if willing, continue in office until the ordinary meeting in the next year, and so on from year to year, until their places are filled up, unless it shall be determined at such meeting to reduce the number of directors.

64. The Company in general meeting may from time to time increase or reduce the number of directors, and may alter their qualifications, and also determine in what rotation such increased or reduced number is to go out of office.

65. The Company may, in general meeting, by extraordinary resolution, remove any director before the expiration of his period of office and appoint another qualified person in his stead; the person so appointed shall hold office only during such time as the director in whose place he is appointed would have held the same if he had not been removed.

66. Any casual vacancy occurring in the board may be filled up by the directors by the election of a member duly qualified, who shall hold office until the next ordinary general meeting. The continuing directors may act notwithstanding any vacancy in their body.

PROCEEDINGS OF DIRECTORS.

67. The directors may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit, and may appoint their own chairman, and determine the period for which he is to hold office, and if no such chairman be elected, or if at any meeting the chairman shall not be present at the time of holding the same, the directors present may choose some one of their number to be chairman of such meeting. Questions arising at any meeting shall be determined by a majority of votes, and in case of an equality of votes, the chairman shall in addition to his original vote have a casting vote. The chairman and vice-president, if any, shall be respectively designated the president and vice-president of the Company. Until otherwise fixed the quorum shall be three directors. Meetings of the directors may be called at any time by the president or vice-president of the Company.

68. A meeting of the directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under regulations of the Company for the time being vested in or exercisable by the directors generally.

69. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of such powers to the earliest possible meeting of the directors next after the same shall have been done.

70. All acts done by a meeting of the directors, or by a committee of the directors or by any person acting as a director, shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such directors or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

MINUTES.

71. The directors shall cause minutes to be entered in books provided for the purpose ;—

(a) Of all appointments of officers made by the directors.

(b) Of the names of the directors present at each meeting of the directors, and of any committee of directors.

(c) Of all orders made by the directors and committees of directors; and

(d) Of all resolutions and proceedings of general meetings, and of meetings of the directors and committees.

And any of such minutes, as aforesaid, if signed by the chairman of any meeting of the Company, or of the directors or of any committee of the directors shall be receivable in evidence without further proof.

POWER OF DIRECTORS.

72. The directors shall have power by resolution from time to time to fix such place as they deem fit as the head office of the Company where the business of the Company may be transacted other than such business as by law is required to be carried on at its registered office, and no business shall by reason of its being transacted at its head office, instead of its registered office, be deemed to be invalid, but if the same should have been transacted at its registered office it shall be deemed to be so transacted although transacted elsewhere.

73. The business of the Company shall be conducted by the directors, who shall superintend and control the management, and may exercise all such powers and do all such acts and things as may be exercised or done by the Company, and are not hereby or by the "Companies' Act, 1897," and Amending Acts, expressly directed or required to be exercised or done by the Company in general meeting, but subject, nevertheless, to the provisions of the said Act, and of these articles, and also to any regulations from time to time made by the Company in general meeting, provided that no regulation so made shall invalidate any act of the directors which would have been valid if such regulation had not been made.

74. In particular, and by way of explanation, and without in any wise prejudicing the general powers conferred by the last preceding clause and the other powers conferred by these presents, it is hereby expressly declared that the directors shall have the following powers, that is to say, power:—

(1) To pay the cost, charges, and expenses, preliminary and incidental to the promotion, formation, establishment, and registration of the Company, and to take such steps as they think fit to carry into effect the purchase of the said hereinbefore mentioned mineral claims.

(2) To purchase or otherwise acquire for the Company any property, rights, or privileges which the Company is authorized to acquire at such price, and generally on such terms and conditions as they think fit.

(3) To erect on any of the lands over which any mining rights of the Company shall extend, or on such other lands as shall be considered desirable and can be obtained for the purpose, such machinery, depots, warehouses, buildings, and other works which they may think desirable and conducive to the interests of the Company, and to alter, enlarge, and adapt, for the purposes of the Company, any buildings which may be upon lands which may be acquired by the Company, or to pull down and remove the same or any part thereof.

(4) At their discretion, to pay for any property, rights, or privileges acquired by, or services rendered to, the Company, either wholly or partially in cash, or in shares, bonds, debentures, or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company or not so charged.

(5) To appoint, and at their discretion to remove or suspend, such managers, secretaries, officers, clerks, agents, and servants, for permanent, temporary, or special services as they may from time to time think fit, and to determine their duties, and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

(6) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, and documents.

(7) To appoint one or more trustee or trustees, attorney or attorneys, to hold and convey land, or for any other purposes on behalf of the Company.

(8) From time to time to make, vary, and repeal by-laws for the regulation of the business of the Company, its officers and servants, or the members of the Company, or any section thereof.

75. Any director may, notwithstanding any rule of law or equity to the contrary, be appointed to any office under the directors with or without remuneration; but he shall not vote on any question connected with the appointment or remuneration of such office. No director shall be liable or accountable for any profits made from or in connection with any contract lawfully made by him by a firm, company, or syndicate in which he may be a partner, shareholder, or otherwise interested with the Company, or from or in connection with any office held by him under this Company.

MANAGING DIRECTOR.

76. The directors may from time to time, with the sanction of a general meeting, appoint one or more of their body to be managing director or managing directors of the Company, either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may from time to time remove or dismiss him or them from office, and appoint another or others in his or their place or places.

77. The managing director shall not, while he continues to hold that office, be subject to the provisions as to retirement of directors at the annual general meetings, but he shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other directors of the Company, and if he cease to hold the office of director from any cause, he shall, "ipso facto" and immediately, cease to be a managing director.

78. The remuneration of a managing director shall from time to time be fixed by the directors of the Company.

79. The directors may from time to time entrust to and confer upon a managing director for the time being such of the powers exercisable under these presents by the directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions, as they think expedient; and they may confer such powers, either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of the directors in that behalf; and may from time to time revoke, withdraw, alter, or vary all or any of such powers.

THE SEAL.

80. The directors shall forthwith provide a common seal for the Company, and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof.

81. The directors shall provide for the safe custody of the seal, which shall never be used except in pursuance of a resolution of the directors, or a committee of directors, duly authorized by the directors.

DIVIDENDS.

82. Subject as aforesaid, the profits of the Company shall be divisible among the members in proportion to the amounts paid up on the shares held by them respectively.

83. The directors may declare a dividend to be paid to members according to their rights and interests in the profits, and no dividend shall be payable except out of the profits arising from the business, or out of other income of the Company, or bear interest against the Company.

84. The directors may pay such dividend, wholly or partially, by the distribution of specific assets, and in particular of paid up shares, debentures, or debenture stock of any other company, or partly in one way, and partly in the other; and the directors may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest such specific assets in trustees upon such trusts for the persons entitled to the dividends as may seem expedient to the board.

85. The directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies; and in paying dividends, interim or otherwise, may give effect to any preference or priority, or other agreement attached to any share, on the issue thereof.

86. The directors may retain and apply the dividends payable to any member in or towards satisfaction of all such sums of money as may be due from him to the Company on any account whatsoever.

87. Notice of the declaration of a dividend, whether interim or otherwise, shall be given to each member in manner hereinafter mentioned.

ACCOUNTS.

88. The directors shall cause true accounts to be kept of all the receipts, credits, payments, assets, and liabilities of the Company, and of all other matters necessary for showing the true state and condition of the Company, and the accounts shall be kept in such books, and in such manner as the directors think fit, and to the satisfaction of the auditors.

89. The books of account shall be kept at the registered office of the Company, or at such other place as the directors may determine upon.

90. Once at least in every year the directors shall lay before the Company in general meeting a statement of the income and expenditure for the past year up to a date not more than three months before the meeting; the statement so made shall show, arranged under convenient heads, the amount of gross expenditure, distinguishing the expense of the establishment, salaries, and other matters. Every item of expenditure fairly chargeable against the year's income, shall be brought into account so that a just balance of profit and loss may be laid before the meeting. And in case where any items of expenditure, which may, in fairness, be distributed over several years, have been incurred in any one year, the whole amount of such item shall be stated, with the reasons why only a portion of such expenditure is charged against the income of the year.

91. A general balance sheet shall be made out in every year, and laid before the Company in general meeting, and shall contain a summary of the assets and estimated liabilities of the Company, made up to the same date as the aforesaid statement, and arranged under convenient heads.

92. Every such balance sheet shall be accompanied by a report of the directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of dividend or bonus to the members, and the amount (if any) which they propose to carry to the reserve fund, according to the provisions in that behalf hereinbefore contained, and the account, balance sheet, and report shall be signed by two directors and countersigned by the secretary.

93. The directors shall from time to time determine where, and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members, and no member shall have any right of inspecting any account, or book, or document of the Company except as conferred by statute, or authorized by the directors, or by a resolution of the Company in general meeting.

AUDIT.

94. The accounts of the Company shall be annually examined, and the correctness of the balance sheet ascertained by one or more auditor or auditors, to be elected by the Company at the ordinary meeting in each year. The first auditors shall be appointed by the directors, and continue in office until the second ordinary meeting of the Company.

95. If one auditor only is appointed, all the provisions herein relating to auditors shall apply to him.

96. The auditors may be members of the Company, but no director or other officer of the Company shall be eligible as an auditor during his continuance in office, and no other person who is interested, otherwise than as a member, in any transaction of the Company shall be eligible as an auditor during the continuance of his interest.

97. The remuneration of the first auditors shall be fixed by the directors, that of subsequent auditors shall be fixed by the Company in general meeting.

98. Any retiring auditor shall be eligible for re-election.

99. Any casual vacancy occurring in the office of an auditor shall be forthwith filled up by the directors.

100. The auditors shall be supplied with copies of the profit and loss account and balance sheet intended to be laid before the Company in general meeting, seven days at least before the meeting at which the same are to be submitted, and it shall be their duty to examine the same with the accounts and vouchers relating thereto, and to report to the Company in general meeting thereon.

101. The auditors shall at all reasonable times have access to the books and accounts of the Company, and they may in relation thereto examine the directors or other officers of the Company.

NOTICES.

102. All notices may be served by the Company upon any registered member either personally or by sending them through the post in a prepaid letter addressed to such member at his registered place of address.

103. Each holder of registered shares, whose registered place of address is not in the Province of British Columbia, may from time to time notify in writing to the Company an address within the said Province, which shall be deemed his registered place of address within the meaning of the last preceding clause.

104. All notices directed to be given to the members shall, with respect to any share or shares to which persons are jointly entitled, be given to whichever of such persons is required by notice to the secretary, signed by the persons jointly entitled, and in default of such notice then to the person who is named first in the register of members, and notice so given shall be sufficient notice to all the holders of such share or shares.

105. Any notice, if sent by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the postoffice.

106. When a given number of days notice, or a notice extending over any other period, is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days, or other period.

DISSOLUTION.

107. If the Company, in extraordinary meeting, shall resolve on dissolution and voluntary winding-up for the purpose of amalgamation with another company, or for any other purpose whatsoever, an event on which the Company is to be dissolved within the meaning of the 4th Section of the "Companies' Winding-up Act, 1898," shall be deemed to have occurred.

108. If the Company shall be wound up, and the surplus assets shall be insufficient to repay the whole of the paid-up capital, such surplus assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, on the shares held by them respectively at the commencement of the winding-up. But this clause is to be without prejudice to the rights of the holders of shares issued upon special conditions.

109. The assets of the Company may be sold and transferred at any time and in any manner if duly authorized by a special resolution.

Names.	Addresses.	Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
A. T. Kendrick	Greenwood, B. C.	Merchant	One Share.
W. L. Germaine	Greenwood, B. C.	Clerk	One Share.
Geo. S. McKenzie	Greenwood, B. C.	Clerk	One Share.
B. F. Petch	Greenwood, B. C.	Clerk	One Share.
Clive Pringle	Greenwood, B. C.	Barrister-at-Law	One Share.
	TOTAL SHARES TAKEN		Five Shares.

Dated at Greenwood, B. C.,this 3rd day of June, A.D. 1899.

Witness to the above signatures:—

A. M. WHITESIDE,

Barrister-at-Law,

Copper street, Greenwood, B. C.

The "Companies Act, 1897," and Amending Act of British Columbia.

The Boundary Creek Copper Mines,

LIMITED.

Non-Personal Liability.

A COMPANY LIMITED BY SHARES.

Memorandum and Articles of Association.

PRINGLE & WHITESIDE,
BARRISTERS AND SOLICITORS,
GREENWOOD, B. C.

Boundary Creek Printing & Publishing Co., Ltd., Greenwood, B.C.